



ACT
OF
INCORPORATION,
AND
BYE-LAWS
OF THE
HALIFAX TEMPERANCE HALL COMPANY,

ADOPTED AT THE ANNUAL MEETING,

March 4th, 1850.

HALIFAX.
A. J. RITCHIE, PRINTER.

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Officers of the Company.

Elected at the Annual General Meeting, held 4th March,
1850.

President—JAMES THOMSON, Esquire.

Directors—EDDY TUPPER,
W. M. BROWN,
M. G. BLACK, JUNR.
G. G. GRAY,
E. G. W. GREENWOOD,
EDWARD JOST, Esquires.

Secretary and Treasurer—CHARLES B. NAYLOR.

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CAP. XXXV.

**An Act to Incorporate a Temperance
Hall Company in Halifax.**

(Passed the 11th day of April, 1848.)

WHEREAS the erection of a Temperance Hall in Halifax will be of great public advantage, inasmuch as it will afford accommodation for holding Public Meetings convened for moral and useful purposes: *And Whereas*, the several persons hereinafter named, and others, have entered into a subscription to raise in Shares such sum as may be requisite as a Joint Stock or Fund for that purpose:

I. *Be it therefore enacted, by the Lieutenant-Governor Council, and Assembly*, That Robert Noble, William M. Brown, John W. Barss, Charles B. Naylor, Samuel Carten, William C. Silver, Eddy Tupper, Edward Jost, Joseph Bell, Samuel Story the third, William H. Marvin, Archibald Patterson, John Whitman, William J. Coleman, and Charles Robson, and all and every such person or persons as shall from time to time become Proprietors of Shares in the Company and Undertaking hereby established, and their respective Successors, Executors, and Administrators and Assigns, shall be, and they are hereby declared to be a Body, Politic and Corporate, by the name of "The Halifax Temperance Hall Company," and by that name shall have perpetual succession and a Common Seal, and by that name shall and may sue and be sued, plead or be impleaded, in all Courts of Law and Equity within this Province.

II. *And be it enacted*, That the said Company shall and may take, purchase, and hold any Lands, Houses, Tenements, and Hereditaments, in fee simple or otherwise, and also Rents, Monies, Securities for Monies, Goods and Chattels, and shall and may demise and let, sell, and convey, or mortgage the same, or any part thereof, subject to the restrictions hereinafter mentioned, and do and execute all other things in and about the same, which may be necessary and proper for the benefit of the said Company; and shall have

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full power and authority to make and establish such Bye-Laws and Ordinances as may from time to time be required, and to alter or amend the same: Provided such Bye-Laws and Ordinances be not contradictory or repugnant to the Laws and Statutes of this Province.

III. *Provided always, and be it enacted*, That the said Company shall not hold and possess, at any one time, Real Estate to a greater value than Ten Thousand Pounds.

IV. *And be it enacted*, That the Capital of the said Company shall be divided into Shares of Five Pounds each Share; and such Shares shall be assignable and transferable in such manner and upon such terms as by the said Bye-Laws may be provided and directed; and that notwithstanding any Real Estate which the said Company may hold at any time, the Shares and Interest of the several Shareholders of and in the Capital Stock and Funds of the said Company, shall be held and deemed to be the Property to all intents and purposes.

V. *And be it enacted*, That the several persons who are, or hereafter may become Subscribers toward the Undertaking, shall, and they are hereby required to pay the sums of money by them respectively subscribed, in such proportion, and at such times and places as shall be directed by the said Bye Laws; and in case any person shall neglect or refuse to pay the same at the time, and in the manner required for that purpose, it shall be lawful for the said Company to sue for and recover the same in any Court of competent jurisdiction: *Provided always*, that it shall not be lawful for the said Company to call for, or require any Shareholder in the said Company to contribute or pay any larger sum than the amount of the Share or Shares held by him as aforesaid.

VI. *And be it enacted*, That the Joint Property or Stock of the said Company shall be alone liable for its debts or engagements, and that no Proprietor or Shareholder in the said Company shall be, or become responsible, chargeable, or accountable, by any ways or means for any other or greater sum of money than the amount of the Shares which he shall actually and *bona fide* possess, or be entitled to in the Capital or Joint Stock of the said Corporation.

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VII. *And be it enacted*, That all such Lands and Real Estate as the said Company may hold at any time, or so much thereof as may be necessary to satisfy any Writ of Execution issued upon any judgment obtained against the said Company, shall and may be taken upon such Writ, and sold in the same manner, and with like Notices, Proceedings, and Equity of Redemption, as the Lands of private persons may be taken, levied on, and sold according to Law; and the Sheriff shall immediately after such sale make and execute a Deed to the purchaser, which Deed shall convey and transfer all the Estate and interest of the said Corporation in the Lands so taken, sold and conveyed.

VIII. *And be it enacted*, That the General Annual Meeting of the said Company shall be held on the first Monday of March in every year, after this present year, at some convenient place in the City of Halifax, to be appointed and duly notified to the Company by the Board of Directors; and that Special Meetings of the Company shall be summoned by the Directors when they shall deem the same necessary, or whenever a requisition in writing therefor shall be delivered to the Board, signed by Twenty Shareholders, and specifying the object of such Meeting: *Provided always*, That at least Ten days notice of such Special Meeting, and of the object thereof, shall be given in some two of the public Newspapers, published at Halifax aforesaid, and that all such General or Special Meetings may be adjourned from time to time, and from place to place, as may be found expedient.

IX. *And be it enacted*, That any Annual or Special Meeting of the Company, each Proprietor or Shareholder having paid up all calls on him made, and then due and payable, shall be entitled to vote as follows, namely—the Owner of One Share to have One vote, the Owner of Four Shares to have Two votes, and the Owner of Eight Shares or greater number of Shares, to have Three votes and no more—and the said Proprietor may give such vote or votes by his proxy, duly constituted according to the Bye Laws, such proxy being a Shareholder and entitled to vote—and every such vote by proxy shall be as good and sufficient, to all intents and purposes, as if such principal had voted in person; and at every Meeting of the Board of Directors each Director shall have One vote only, and every question, matter, or

thing which shall be discussed or considered at any Meeting of the Board of Directors, shall be determined by the majority of votes then given by the Directors then present, and in case it should so happen that at any General or Special Meeting of the Board of Directors the votes shall be equal, then the President of the Company, or in his absence, the Chairman of the Meeting or of the Board, shall be entitled to a casting vote in addition to his own personal vote.

X. *And be it enacted*, That as soon after the passing of this Act as may be convenient, and deemed expedient, the said Fifteen persons first named in this Act, or any three of them, shall by public advertisement to be printed in at least Two of the Newspapers in Halifax, during Ten days, appoint a day and place for the first General Meeting of the Subscribers, and shall assemble such Meeting, and a Chairman thereof being chosen from among the Subscribers present, with a Secretary, the Company hereby incorporated shall be formed and organized, and go into operation under this Act; and the said Subscribers then and there present, or their proxies, shall and may forthwith, in the manner prescribed, proceed to elect Seven Directors, (one of whom shall be chosen by the said Directors by ballot, as President,) and a Secretary; and the said Directors and Secretary so to be elected, shall hold, exercise and enjoy, and retain their respective offices from the day of such their election until the first Annual General Meeting thereafter, and thence continually until a new choice of Officers be made by the Company, pursuant to this Act, and the Bye Laws of the said Company: *Provided always*, that no person shall at the said Meeting, or at any subsequent Meeting at which Officers shall be elected, be deemed eligible to office, unless such person shall be at the time of such election of Officers a member of some Temperance Society in the City of Halifax.

XI. *And be it enacted*, That at the General Annual Meeting of the Company in each year, the Directors of the said Company for the ensuing year shall be elected by ballot in the following manner, viz: the Shareholders shall first elect Three Directors out of the Seven who have served for the preceeding year, provided they shall be willing again to accept office, and shall then elect Four others from the Shareholders of the Company indiscriminately; and if all or any

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of the retiring Directors shall refuse to be re-elected, the said Shareholders shall proceed to the election of others of the Company until the full number of Directors be completed.

XII. *Provided always, and be it enacted*, That no person concerned or interested in any Contract under the said Company, shall be capable of being chosen, or if chosen, of continuing a Director of the said Company; and no person, during such time as he shall be such Director, shall be capable of taking any Contract under the said Company.

XIII. *And be it enacted*, That when and so often as any Director named or elected by virtue of this Act, shall die, or shall resign, or shall become disqualified or incompetent to act as such Director, before his term of Office shall have expired, it shall be lawful for the remaining Directors to elect some other Proprietor duly qualified to fill up such vacancy.

XIV. *And be it enacted*, That if from neglect, or any other cause, the said Annual General Meeting shall not be held, the Directors last chosen shall continue to act, and have the same powers that they had and were possessed of, until the next Annual General Meeting, or until new Directors shall be chosen or appointed as aforesaid.

XV. *And be it enacted*, That the Directors who shall first be chosen under the provisions of this Act, shall, with all convenient speed, proceed to draw up a code of Bye Laws, Rules, and Regulations, for the government of the said Company, and the conduct and management of its affairs and business, and shall submit the same to be altered, amended and confirmed, by a Committee selected and appointed at the first General or some other Meeting of the said Company, to superintend the same.

XVI. *And be it enacted*, That it shall be lawful for the said Company from time to time, and as often as may be deemed necessary, for the purpose of carrying on the business of the said Corporation, to sell further Shares therein: and every purchaser of such Shares shall be entitled to all the privileges and advantages of other Shareholders in the said Company.

XVII. *And be it enacted*, That the Directors of the said Corporation shall be authorized and empowered at any time,

by and with the assent of Two-thirds of the Shareholders, to be given in writing at any General or Special Meeting regularly convened, and not otherwise, to borrow on mortgage of the Property belonging to the said Corporation such sums of money as may be required for the uses thereof, or absolutely to sell and dispose of the Real Estate and Property of the said Company, if deemed expedient; and the said Directors are hereby authorized to convey in mortgage any Lands or Real Estate of the said Corporation, for the purpose of securing the monies so to be borrowed as aforesaid, or in case of an absolute sale of the said Real Estate, or any part thereof, to grant and convey the same, and to make the necessary Deeds and Conveyances for that purpose.

XVIII. *Provided always, and be it enacted*, That nothing herein contained shall be held or construed to give the said Company the privilege of dealing in the lending of money by way of discount or otherwise, or of engaging in any Banking operation whatsoever, or to effect any insurance upon any Ship or Vessel, or Marine risk, or upon any Loss by Fire, or upon any Life or Lives.

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BYE-LAWS

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Halifax Temperance Hall Company.

1st.—That no proxy shall be valid unless held by a Shareholder entitled to vote, and duly constituted as such in writing, signed by the Shareholder giving the same.

2d.—The President, (or Chairman acting in his absence,) shall execute all documents in behalf of said Company, and shall affix the Seal of the same thereto—shall preside at all meetings, summon the Board of Directors and Shareholders to meet at such time and place as he may appoint, and sign all Orders or Checks for Money, which shall be countersigned by the Secretary.

3d.—The Directors shall meet as often as the business of the Company requires, and in all cases shall be specially summoned by the Secretary, and at all meetings of the Board three Directors, with the President, or four Directors in the absence of the President, one of whom shall be chosen to act as Chairman, shall be deemed a quorum for the transaction of all business, and shall vote as follows: each Director to have one vote, and all questions to be decided by a majority of votes, the President or Chairman to have one vote—they shall have the power to appoint all Officers and Servants necessary for the Company, and also authority to appoint a Superintendant for the time being, and to allow such compensation for their services as a majority of the Board shall think proper.

4th.—The Secretary shall attend all meetings of the Directors—keep a Record of the proceedings of the Company—issue Summonses for all meetings, either of Directors or of the Company generally—and perform such other duties usual to the office and under the direction of the Board of

Directors, who shall allow him such compensation for his services as they may think proper.

5th.—The Secretary, who may act as Treasurer, provided the Directors agree upon the same, shall collect from time to time all instalments becoming due upon any Share or Shares, and, upon receipt thereof, deposit the same in any Bank as may be directed; and such Secretary acting as Treasurer shall give security to the Directors, by Bond, in such amount as they may require.

6th.—That it shall not be competent for the Shareholders, at any General or Special Meeting of the said Company, to transact business of any kind unless there be present twenty-five Shareholders.

7th.—That the names of several persons who have subscribed for, or may at any time hereafter subscribe for or be entitled to a Share or Shares in the said Company, with the respective numbers of such Shares, shall be distinctly and clearly entered into the Book for the registration thereof, to be called the Stock Book, and to be kept by the Secretary of the said Company.

8th.—That after the registration and entry of such Shares as aforesaid, a Certificate, to be approved of by the Board of Directors, under the Seal of the Company, and signed by the President and Secretary, shall be delivered to every Proprietor or Stockholder who may require the same, and who shall have paid all instalments due thereon, specifying the Share or Shares to which he or she is entitled in the said Company, and such Certificate of a Share or Shares shall be evidence of the property or ownership thereof.

9th.—That no transfer of any Share or Shares shall be held valid unless the same be approved of by the Board of Directors, and in all cases the Share or Shares of every Stockholder shall be liable to the Company for all debts in any way incurred by the Stockholder to the Company, and all transferences shall be entered into, and subscribed by the parties in the Company's Books.

10th.—That the Shares which parties may subscribe for shall be payable in four equal instalments, the first payment to become due in ten days after the said Share or Shares shall be entered in the Company's Book.

11th.—All or any Share or Shares upon which any instal-

compensation for his services as Treasurer, provided he collect from time to time upon any Share or Shares the same in any manner the Secretary acting as Treasurer, by Bond, in law may be commenced and prosecuted against such party or parties, and Judgment entered against them by confession or otherwise.

12th.—That the Books, Accounts, and Papers of the Company shall be open at all times to the inspection of the President and Directors, and the Secretary shall furnish an account of the affairs of the Company whenever required by the Board of Directors.

13th.—That no dividend shall be made except at the Annual General Meeting of the Shareholders, which shall be declared upon the recommendation of the Board of Directors, and when concurred in by a majority of the Shareholders present, and in no case shall there at any time be a dividend declared of any part of the Capital Stock of the Company.

14th.—That hereafter when any Director or Directors shall decline serving, after being duly elected at any Annual General Meeting of the Company, the next highest on the ballot shall then be taken as the person or persons elected.

15th.—That the Directors shall have full power to regulate the rate of occupation of the Building, or any part of it, and shall in all cases give a preference to parties seeking accommodation for the promotion of the Temperance Enterprise, this being the object which the erection of the Building is mainly intended to subserve.

16th.—That the Building or Buildings owned by the Company, or any part of them, shall be let for the following purposes. viz:—Moral, Scientific, and Literary Meetings; Political and other Public Meetings; Concerts, Sacred, or other; Exhibitions not immoral in their tendency; Soirees, Dinners, Bazaars, Dancing Parties, Recitations, with such restrictions and exceptions as the Directors in their judgment shall think requisite.

17th.—Whatever Building or Buildings may from time to time become the property of the Company, shall be kept continually insured against fire.

18th.—In the event of application being made for any Building or Buildings owned by the Company, to be used for the purpose of holding meetings for public worship, the consent of the Directors shall be given at a Meeting to be held before such occupation can take place.

19th.—The Directors shall be careful to see that intoxicating drinks are at all times excluded from the Building.

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